

Law Offices of

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March 28, 2003

RECORDATION NO. 24264-E FILED

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

MAR 28 03 4:31 PM

SURFACE TRANSPORTATION BOARD

Re: Equistar Chemicals, L.P.  
Leveraged Lease Financing

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment dated as of March 28, 2003, among The CIT Group/Equipment Financing, Inc., as Pledgor ("*Pledgor*" or "*Assignor*") and Lombard US Equipment Finance Corporation, as Secured Party ("*Secured Party*" or "*Assignee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Railcar Lease dated as of December 27, 2002, between Equistar Chemicals, L.P., as lessee (the "*Lessee*") and The CIT Group/Equipment Financing, Inc., as Lessor which were recorded on December 27, 2002 under recordation numbers 24264-A and 24264-B.

The names and addresses of the parties to the enclosed document are as follows:

Pledgor/Assignor: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas, 20th Floor  
New York, New York 10036  
Attention: Manager-Rail Resources

Secured Party/Assignee: Lombard US Equipment Finance Corporation  
222 South Riverside Plaza  
Chicago, Illinois 60606  
Attention: Regional Credit Manager

The equipment covered as of the date hereof by the aforesaid Memorandum of Loan and Security Agreement consists of 915 Steel Covered Hopper Cars bearing the reporting marks within the series EQUX 620124 through EQUX 631033; all as specifically described in Exhibit A attached hereto.

Law Offices of  
CHAPMAN AND CUTLER

Memorandum of Lease Assignment among The CIT Group/Equipment Financing, Inc.,  
as Assignor and Lombard US Equipment Finance Corporation, as Assignee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the  
enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing  
and recordation of the enclosed document and return the original and any extra copies of such  
document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact  
the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER

By Michael D. Robson  
Michael D. Robson

MDR/pka  
Enclosures

## MEMORANDUM OF LEASE ASSIGNMENT

Memorandum of Lease Assignment, made and entered into as of March 28, 2003, by and between The CIT Group Equipment Financing, Inc., a Delaware corporation, as Pledgor ("*Pledgor*"), and Lombard US Equipment Finance Corporation, a New York corporation, as Secured Party ("*Secured Party*").

### WITNESSETH:

1. The Pledgor and Equistar Chemicals, L.P. ("*Lessee*") have entered into an Master Net Railcar Lease dated as of December 27, 2002 (the "*Equipment Lease Agreement*"), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement was recorded with the Surface Transportation Board on December 27, 2002 under recordation numbers 24264-A and 24264-B pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Loan and Security Agreement dated as of March 28, 2003, pursuant to which The CIT Group Equipment Financing, Inc. has assigned the aforesaid Equipment Lease Agreement and the rents and other proceeds therefrom (with certain exceptions) to Lombard US Equipment Finance Corporation.

4. Memorandum of said Loan and Security Agreement was recorded with the Surface Transportation Board on March \_\_, 2003 at \_\_\_\_\_.m. under recordation number \_\_\_\_\_ pursuant to Section 11301 of Title 49 of the United States Code.


RECORDATION NO. 24264-E FILED

MAR 28 '03 4:31 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

THE CIT GROUP/EQUIPMENT  
FINANCING, INC.

By   
Name: *William Hunter*  
Title: *Vice President*

Executed on this 27<sup>th</sup> day of March, 2003.

LOMBARD US EQUIPMENT FINANCE  
CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of March, 2003.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of March, 2003.

LOMBARD US EQUIPMENT FINANCE  
CORPORATION

By



Name:

**Michael G. Nawara**

Title:


**Sr. Vice President**

Executed on this 24 day of March, 2003.

STATE OF New York )  
 ) SS.:  
COUNTY OF New York )

On this, the 27<sup>th</sup> day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared William Hunter, who being by me duly sworn, says that (s)he is the Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on March 27, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_  
**LORRAINE RELLO INCONTRO**  
Notary Public, State of New York  
No. 31-4768359  
Qualified in Nassau County  
Certificate Filed in New York County  
Term Expires November 30, 15 2006

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of LOMBARD US EQUIPMENT FINANCE CORPORATION, that said instrument was signed on March \_\_, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on March \_\_, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 27<sup>th</sup> day of March, 2003, before me, a Notary Public in and for said County and State, personally appeared Michael G. Nawara who being by me duly sworn, says that (s)he is the Sr. Vice President of LOMBARD US EQUIPMENT FINANCE CORPORATION, that said instrument was signed on March 27 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Tanya M. Finn  
Name: Tanya M. Finn  
Notary Public  
My Commission Expires:  
Residing in Cook Co., IL



**Exhibit A****915 Steel Covered Hopper Cars**

1	EQUX	620124
2	EQUX	620125
3	EQUX	620126
4	EQUX	620127
5	EQUX	620128
6	EQUX	620129
7	EQUX	620130
8	EQUX	620131
9	EQUX	620132
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43	EQUX	620166
44	EQUX	620167
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454	EQUX	630670
455	EQUX	630671
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457	EQUX	630673
458	EQUX	630674

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4	EQUX	620255
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7	EQUX	620258
8	EQUX	620259
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